



BOARD OF DIRECTORS – MEETING MINUTES

Meeting Date	September 29, 2017	Time	2:00PM
Meeting Title	Board Meeting	Type	Regular
Meeting Chair	A. Katyukha	Location	UCC Room 377
Recording Secretary	J. Higgins	Call to Order	2:04pm

	Attendees	Regrets
Board	S. Hong, A. Karmali, A. Katyukha, R. Little, E. McCauley, S. Scott, T. Solebo, B. Wong	K. Luu, P. Hill
Management	J. Armour, K. Pacheco, N. Soave	V. McCauley
Guests	J. McNair, N. Austin, R. Lalich	
Disclosures of Interest	N/A	

Changes to and Adoption of the Agenda:

Moved	S. Scott	Second	B. Wong	Approved	Unanimous
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Comments from the Chairperson:

Thank you to Committee Chairs, the condensed time frame was difficult, but all the Committees remained effective. All regrets for Committee Meetings should be sent to the Chair of Committee and Jaclyn. All regrets for Board Meetings should be sent to Chair of Board and Jaclyn.

Approval of Minutes:

June 18, 2017					
Moved	A. Karmali	Second	S. Scott	Approved	Unanimous

Reports & Presentations:

Item (#)	Presentation
6.1	Report from the President – T. Solebo
	Performance assessment with yearly goals to determine PD, with the aim of using them toward something specific. FOCO faces opposition with Western but the relationships are fine. Wellness Centre may have to go to referendum – rejected by council.
6.2	Report from the COO – J. Armour
	Project report will be eliminated going forward – and included in main report. Tobi and Jeff are working together on reports and projects. Questions on the minimum wage increases, specifically if we would be eligible for any non-profit tax breaks. At this point, nothing has been set and we are just working towards a strategy to get through until the next budget

	cycle. We are not changing our business model, only adjusting to accommodate the changes.
6.2.1.	COO Projects Report – J. Armour
6.3	Upcoming Events/Sessions – K. Pacheco
	Paperless post is used so you can see who is attending the Mentorship Event. Name tags will also be provided so everyone can be identified.
6.4	G. Suite – N. Austin
	Suggestion made to add an attachment to the Google Calendar appointment to take you into the Google Drive folder that documents should be submitted.
6.5	Legal Representation on Fiduciary Responsibility – J. McNair
	<p>Duties and Obligations of the Board provided</p> <p>Directors have more legal obligations now than in past: examples listed</p> <ul style="list-style-type: none"> • What is fiduciary? A person who owes a legal duty to act for the benefit of another – to put the interest of someone else (the corporation) above their own. • Must act with a duty of care (be informed on the affairs of the corporation and act in accordance with the standard of care that is expected of you) and a duty of loyalty (honesty and personal duty owned by individual directors to the corporation as a whole). • Must be diligent – if specialized expertise is required, you must search out that be provided with that. • Must comply with and understand the hierarchy of rules – bylaws, policies, etc. • Responsibility for management is vested in board (legal responsibility) • Directors delegate day to day to COO and management – the role of the directors is for oversight and governance. • Act within context of a reasonable person – exercise within your level of skill. • Conflict of interest can arise in mundane and extreme ways – be mindful if you ever have a personal stake in a USC decision - if a conflict of interest may be possible, err on side of disclosing • There is liability insurance – but dishonesty is the exception – no directors coverage will cover for dishonesty or breach of fiduciary responsibility. • Non-fiduciary liabilities – statutory liability – need to be aware but precisely why you vest responsibility in trained management. <p>Questions:</p> <p>If we were to be presented at the Board level with flawed or dishonest information, is there liability to the Board members?</p> <p>Provided you’ve complied with that duty of care, you would not have strict liability. You aren’t vicariously liable for every mistake made by the corporation. As long as you have diligently been on top of your responsibility. If on the other hand, some issues should have been obvious (you’ve been cautioned or been made aware) there may be a responsibility there.</p> <p>As members of the USC, if they hear something that might be relevant to be brought to the Board, are they required to do so?</p> <p>Depends what you hear. If it goes fundamentally to the integrity of the USC operations, yes. If it is something properly raised at council or dealt with by existing management structure, than perhaps not. If you were made aware of harassment – you would have an</p>

	<p>obligation to at least act upon it and take it to HR – not necessarily to the Board, but follow the process and bring it to attention.</p> <p>Does the Board have the right to direct the President?</p> <p>Not in the functional sense. If the President is running in contrary of the bylaws, then the Board has an intervention protocol – but you aren't the managers or CEO – its an important role that the directors have, but it's not an unbounded role.</p> <p>If the President is not working in corporations best interest, in what ways can the Board intervene?</p> <p>Cautious answer – limited ability – you can't rewrite the bylaw – you can't bend it to suit the circumstances. The Board has authority that stems from Ontario law, but the President has an independent source of responsibility to the corporation by virtue of the bylaw.</p>
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Motion to accept all Board reports:

Moved	S. Scott	Second	B. Wong	Approved	Unanimous
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Reports from Board Committees:

7.1	Governance	S. Hong
<p>Would like terms of reference in the meantime – to refer to what we're supposed to be doing. Informal guiding principle to be written for the committee.</p>		

7.1.1.	Governance Ad-Hoc Committee Board	S. Hong			
<p>Be it resolved that Alif Karmali is approved by the Governance committee as the second board member for the governance working group.</p>					
Moved	B. Wong	Second	R. Little	Approved	Unanimous – 1 abstain *A. Karmali

7.1.2.	Committee Agenda & Item Dispersal Representation Ratification	S. Hong			
<p>BIRT upon the recommendation of the Governance and Policy Subcommittee that agendas for all sub-committees be distributed at least 2 business days in advance of a sub-committee meeting.</p> <p>BIFRT the call out for agenda items will be handled by one staff support, who will be responsible for forwarding all motions relevant to a sub-committee to it's chairperson.</p> <p>BIFRT notice and agenda dispersal for a Board of Directors Meetings remains at 5 business days.</p>					
Moved	S. Scott	Second	A. Karmali	Approved	Unanimous

7.1.3.	Project Ovidius Approval	E. McCauley
<p>BIRT the Board of Directors approve Pillar Non-profit Network's Impact Consulting as an external consultant, to work with the Ad-Hoc Committee on Governance to complete Project Ovidius.</p>		

Questions:

Since you first got the proposal, have you communicated with Pillar since?

Yes, they are aware of our Board processes, and expect to hear back our decision today. The first meeting with them was pushed back, and ideally that would occur next week. It wouldn't have any implication to their deadline.

Do you actually get to see a breakdown of the services received for each section?

It's available to be viewed in the document appendix.

Discussion:

R. Little's main concern was the use of outside consultants, she is not completely sold on the outsourcing of governance issues. T. Solebo does not think we have the capacity to do this sort of governance review in house, and outsourcing may be the best way to go with this allowing equal representation from board, staff, council, students, etc. E. McCauley understands the concern, but believes the Ad-Hoc Committee will allow for all biases and recommendations to be addressed. B. Wong believes that all things considered, this something we need and something we can afford. R. Little also mentions the lack of alternatives and therefore no cost comparison. E. McCauley believes they did their due diligence and brought forth the best proposal. Each session with Pillar is structured as a design session, after which A. Karmali and A. Katyukha can bring information back to the Board to ensure everyone is happy with the direction of the project. A. Karmali and A. Katyukha have made the commitment to bring information back to the Board to keep everyone involved.

Moved	A. Karmali	Second	T. Solebo	Approved	5-1 approved
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7.2	Finance	B. Wong
Three main goals – financial oversight, compliance, and to periodically evaluate the financial efficiencies of the corporation.		

7.2.1.	Project Ovidius Funding Recommendation	E. McCauley			
BIRT upon the recommendation of the Finance Committee the Board approve the allocation of \$20,000 from the USC's contingency fund towards Project Ovidius, with the amendment that a plan guiding recommendation implementation will be developed and delivered to the board during our January meeting.					
Moved	R. Little	Second	T. Solebo	Approved	Unanimous

7.2.2.	Capital Allocation Report	E. McCauley
Information report which outlines the trend of spending within the EBS department in order to justify the decrease in proposed spending allocations as per the most recent Capital Plan. It is recommended that the Board approve the reduced spending allocations.		

7.3.	Human Resources	K. Pacheco
Three goals for the year – effective use of HR services, the other two on development. Already started on organization learning and mentorship. GAP Analysis, motion from April meeting, to be brought forward at October Board Meeting. Meeting on Oct 16 to talk exclusively about GAP analysis. Looking		

to consolidate the number of committees – recommendation coming forward. Board compensation moved through Council last year.

Motion to accept all Board reports:

Moved	R. Little	Second	S. Hong	Approved	Unanimous
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7.3.1.	Board Mentorship	K. Pacheco
For information, to roll out an official internal Mentorship program within the USC Board of Directors as of October 1, 2017.		

Motion to go In Camera:

Time		3:31PM	Return		3:56PM
Moved	S. Hong	Second	S. Scott	Approved	Unanimous

Inquiries and Other Business:

The Board agreed to dress in business casual for the next meeting.

October Committee Schedule:

HR – Oct 6 – 9:30AM & Oct 16 – 5PM

Finance – Oct 16 – 4PM

Governance – Oct 16 – 6PM

Action Items:

Item (#)	Description	Owner	Due Date
	Post Agenda on Website	J. Higgins	Oct. 6/17
5.	Post Approved Minutes on Website	J. Higgins	Oct. 6/17
6.4	Add G Suite Presentation to Google Doc Agenda	J. Higgins	Oct. 6/17
6.4	Adding attachment link to Calendar invites	J. Higgins	Ongoing
7.1	Governance Report Amended to Include Informal Terms of Reference from Secretary Treasurer	N. Soave	Oct. 6/17
7.1.1.	Correct spelling of A. Karmali’s name	N. Soave	Oct. 6/17
7.1.2.	New timeline sent to chairs and staff support	J. Higgins	Oct. 6/17
7.1.3	A. Karmali & A. Katyukha to update Board on the Project Ovidius direction	A. Karmali & A. Katyukha	Oct. 27/17
7.2.2.	Ensuring Capital Report title is the same throughout documents	J. Higgins	Oct. 6/17
7.1.1./7.1.3./7.2.1.	Include A. Karmali and contact Consultants	E. McCauley	Oct. 6/17
7.3.1.	Insert Board Mentorship Events into Board Calendars	J. Higgins	Oct. 6/17

Motion to Adjourn at 4:01PM:

Moved	Steve	Second	Rebecca	Approved	Unanimous
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